

COMBINE WILL INTERNATIONAL HOLDINGS LIMITED
聯志國際控股有限公司
(Incorporated in the Cayman Islands on 8 October 2007)
(Registration No. MC-196613)
(the “Company”)

MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD AT WEWORK 21 COLLYER QUAY, LEVEL 2 BUSINESS CENTRE, SINGAPORE 049320 ON THURSDAY, 24 APRIL 2025 AT 10.00 A.M.

PRESENT: AS PER ATTENDANCE SHEET

1. INTRODUCTION

Mr. Wee Sung Leng (“**Mr. Wee**”), the Lead Independent Director of the board of directors of the Company (the “**Board**” or the “**Directors**”) and appointed Chairman for the Company’s annual general meeting (the “**Chairman**”) for the financial year ended 31 December 2024 (the “**Meeting**”) greeted the shareholders of the Company (the “**Shareholders**”) and welcomed them to the Meeting held at Wework 21 Collyer Quay, Level 2 Business Centre, Singapore 049320.

The Chairman proceeded to introduce the Board of Directors, the Company’s management and professional teams participating in the Meeting to the Shareholders.

2. QUORUM

Having ascertained that a quorum was present and that the proxy forms lodged had been checked and ascertained to be in order, the Meeting was called to order at 10.05 a.m.

3. NOTICE OF MEETING

As the notice of the Meeting dated 9 April 2025 (the “**Notice**”) had been circulated to the Shareholders for the statutory period, the Notice was taken as read.

4. EXPLANATION ON THE SHAREHOLDERS’ QUESTIONS, VOTING AND APPOINTMENT OF SCRUTINEER

The Chairman explained that the Shareholders would be able to ask questions live at the Meeting. In addition, the Shareholders had been invited to submit questions in advance. The Chairman informed the Shareholders that the Company had received three questions and had published its response to each of them. The Company had also issued two news releases, all on SGXNET on 23 April 2025.

The Chairman further explained that the Shareholders could cast their votes personally for each resolution set forth in the Notice live at the Meeting or appoint a proxy (other than the Chairman) to vote live at the AGM on their behalf. As an alternative to live voting, all resolutions set forth in the Notice could be voted on by way of the Shareholders having submitted valid proxy forms at least 48 hours before the Meeting appointing the Chairman as proxy to attend, speak and vote on their behalf at the Meeting. The Chairman would cast the votes on behalf of all Shareholders who had submitted proxy forms and who had appointed him as proxy in accordance with their indication on how they wished to vote for or vote against (or abstain from voting on) the resolutions. Based on the valid proxy forms received, the votes had been tallied and verified in advance for each of the resolutions set forth in the Notice.

The Chairman informed the Shareholders that Morgan Lewis Stamford LLC had been appointed as scrutineers for the poll (the “**Scrutineers**”). The Chairman explained the procedures for the conduct of the poll and informed the Shareholders that the minutes of the

Meeting would be published by the Company within one month on SGXNET and on the Company's corporate website.

The Chairman then requested the Company Secretary to walk the Shareholders (present in person or by proxy) through the polling procedures to be adopted for the Meeting.

ORDINARY BUSINESS

5. RESOLUTION 1 DIRECTOR'S STATEMENT, AUDITED FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The Chairman proceeded to the first business on the agenda, namely, to consider and, if thought fit, pass Resolution 1, which read as follows:

"To receive and adopt the Director's Statement, Audited Financial Statements and the Auditor's Report of the Company for the financial year ended 31 December 2024."

The Chairman then requested Mr. Simon Suen ("**Mr. Suen**"), the Chief Financial Officer of the Company, to make a presentation on the financial performance of the Group for the financial year ended 31 December 2024. Mr. Suen proceeded to present the Company's financial highlights to the Shareholders, with the financial figures presented being those extracted from the audited financial statements in the Annual Report.

Mr. Suen highlighted the following key financial numbers:

- (a) an increase of 32.2% in terms of the Group's revenue to HK\$1.5 billion, mainly due to growth in orders and the commencement of plush toy production in Indonesia;
- (b) an increase of 19.2% in terms of the Group's gross profit to HK\$153.8 million; and
- (c) an increase of 7.5% (year-on-year) in terms of the Group's net profit of HK\$45.7 million with earnings per share at HK\$1.41.

Mr. Suen also noted that the gross profit margin had dipped slightly to 10.5% due to the increased proportion of eco-friendly materials and higher labour cost associated with business expansion. He noted that the Group has targeted to achieve 65% green manufactured product output by 2025 following the successful production of over 40% in 2024.

Mr. Suen further noted the proposal of the Company to declare a final dividend of S\$0.05 per ordinary share.

It was reported by Mr. Suen that phase 2 construction of the plush toys new production facilities in Sragen, Indonesia is on track to be operational by the second quarter of 2025 and the Group expects the completion of strategic initiatives to contribute to the Group's performance in financial year ending 31 December 2025.

He also presented the Company's business highlights, including the Company's expansion efforts in Indonesia and ended the presentation with a brief on the Company's development of a new corporate website which is targeted for May 2025 launch.

The Chairman proceeded to open the floor to the Shareholders to ask any questions that the Shareholders may have.

The following were questions raised (in *italics*) followed by the response given by the Company:

Q.1 The Company is in the business of exporting toys, and assume that some of these toys will end up in the United States of America (the "US"). In relation to the tariff policies recently imposed by Trump, is there any shockwave that has been sent to your customers? Additionally, has there been any temporarily halt to production on your end? (Shareholder: Mr. Seah CA)

Mr. Suen responded that the Company's sales to the US does not represent a high proportion of the Company's overall business. Additionally, the Company's primary customers are global brands that ship to end-customers worldwide. Currently, the tariff policies do not have a direct impact on the Company as the tariffs are borne by the end customers in US. The Company intends to hold further discussions with its customers and end-customers to assess any potential future effects that the tariffs may have on its cost structure and expenses.

Q2. Follow-on Question from Shareholder: Mr. Seah CA – In terms of visibility of the orders – does the Group have any visibility of the order books in terms of production? For example, the planned expansion of the plush toy production facility probably means the Group is expecting doubling the production.

Mr. Suen explained that, because of the Company's strong relationships with its customers and its industry experience, all the Company's products are produced on a just-in-time basis. The Company does so to avoid holding inventory for any extended period. The Group expects to continue this approach.

Q3. Second Follow-on Question from Shareholder: Mr. Seah CA - Pursuant to the CAPEX plans, the Company has revealed that it plans on spending S\$10-\$20 million over the next few years. Will this be financed through a bank loan or by the Company's cash flow? (Shareholder: Mr Seah CA)

Mr. Suen responded that the CAPEX plans will mostly be financed by the Company's internal cash flow as that bank loans are primarily utilised for the Company's trading activities. The expansion will be financed through internal cash flow, relying on revenue generated and retained earnings. The Company will closely monitor its cash flow position and will invests on an ongoing basis only when cashflow permits.

Mdm. Lee Kia Jong Elaine, an Independent Non-Executive Director of the Company, also directed the Shareholders' attention to the annual report for the financial year ended 31 December 2024 (the "**Annual Report**"), at Page 80, Footnote 7, which provided information on the geographical segmentation of the Company's products. The Group records revenue by locations of customers.

Q4. In response to the point raised by Mdm. Lee Kia Jong Elaine (re: Page 80, Footnote 7 of the Annual Report), is the Company recording its customers as being mainly from China because the products are primarily consumed by Chinese customers or is China merely a transitional location before the products are shipped over to various parts of the world? (Shareholder: Mr. Huang BJ)

Mr. Suen explained that the Company's main customer base is located within Asia, primarily China and Hong Kong. While the Company understands that its customers do ship the Company's products globally, the decision and management of such shipments are handled finally by the customers themselves.

*Q5. In the Company's financial statements for the year of 2024, the sale of the Dong Guan facilities was recorded to be HK\$23 million (the "**Sale of PPE**") during the second half of the year. If we deduct the amount received for the Sale of PPE, given it is a one-off gain, from the second half of the last financial year, the Company would not have recorded as much profit. What is the reason for the decline in profit during this period? (Shareholder: Mr. Gu JL through his proxy, Ms. Gu KY)*

Mr. Suen explained that the Company has incurred increased expenses and higher operating costs due to its expansion into Indonesia, as highlighted earlier in the Company's presentation at the start of the Meeting. As the Company is expected to have 5,000 workers ready for deployment during phase 2 of the plush toys business expansion, costs were incurred in late 2024 for the hiring and training in preparation for the increased workforce. Additionally, the rising use of demand for green materials, which have a higher base cost than traditional materials, is also a factor in the Company's higher cost structure.

As there was no further question raised in relation to Resolution 1, the Chairman invited Shareholders to propose and second the tabling of Resolution 1.

Ms. Wang YY, proxy for UOB Kay Hian Pte Ltd and DBS Vickers Securities (S) Pte Ltd proposed and Ms Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 1 for vote by the Shareholders

Resolution 1 was put to a vote by the Chairman and the Shareholders were invited to cast their votes via the poll voting slips.

**6. RESOLUTION 2
DIRECTORS' FEES**

The Chairman proceeded with the next agenda item which is related to the following Resolution 2:

“To approve the payment of Directors’ Fees of S\$400,000 for the financial year ending 31 December 2025 (2024: S\$400,000).”

The Chairman opened the floor to the Shareholders to ask any questions that the Shareholders may have.

As there was no question raised in relation to Resolution 2, the Chairman invited Shareholders to propose and second the tabling of Resolution 2.

Ms. Wang YY, proxy for UOB Kay Hian Pte Ltd and DBS Vickers Securities (S) Pte Ltd proposed and Ms Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 2 for vote by the Shareholders

Resolution 2 was put to a vote by the Chairman and the Shareholders were invited to cast their votes via the poll voting slips.

**7. RESOLUTION 3
RE-ELECTION OF MR. WEE SUNG LENG**

Moving on to the next agenda item, the chairing of the Meeting was handed over to Mdm. Lee Kia Jong Elaine, an Independent Non-Executive Director of the Company, as Resolution 3 concerned the proposed re-election of Mr. Wee Sung Leng, an Independent and Non-Executive Director of the Company and the Chairman of the Meeting. Mdm. Lee proceeded with the agenda item that related to the proposed re-election of Mr. Wee Sung Leng as Director of the Company.

Resolution 3 read as follows:

“To re-elect Mr. Wee Sung Leng, a Director retiring pursuant to Article 86 of the Company’s Articles of Association.”

Mdm. Lee opened the floor to the Shareholders and invited Shareholders present to ask any questions that they may have.

As there was no question raised in relation to Resolution 3, Mdm. Lee invited Shareholders to propose and second the tabling of Resolution 3.

Mr. Huang BJ, Shareholder proposed and Ms. Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 3 for vote by the Shareholders.

Resolution 3 was put to a vote by Mdm. Lee and the Shareholders were invited to cast their votes via the poll voting slips.

**8. RESOLUTION 4
RE-ELECTION OF MDM. LEE KIA JONG ELAINE**

The chairing of the Meeting was handed back to Mr. Wee Sung Leng, the Chairman of the Meeting, following the tabling of Resolution 3. Moving on to the next agenda item, the Chairman presented the next agenda item that related to the proposed re-election of Mdm. Lee Kia Jong Elaine as Director of the Company.

Resolution 4 read as follows:

“To re-elect Mdm. Lee Kia Jong Elaine, a Director retiring pursuant to Article 86 of the Company’s Articles of Association.”

The Chairman proceeded to open the floor to the Shareholders and invited them to ask any questions that they may have.

As there was no question raised in relation to Resolution 4, the Chairman invited Shareholders to propose and second the tabling of Resolution 4.

Ms. Wang YY, proxy for UOB Kay Hian Pte Ltd and DBS Vickers Securities (S) Pte Ltd proposed and Ms Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 4 for vote by the Shareholders

Resolution 4 was put to a vote by the Chairman and the Shareholders were invited to cast their votes via the poll voting slips.

**9. RESOLUTION 5
RE-APPOINTMENT OF JOINT AUDITORS**

The Chairman proceeded with the next agenda item that related to the proposed re-appointment of RSM Hong Kong and RSM SG Assurance LLP as joint Auditors of the Company.

Resolution 5 read as follows:

“To re-appoint Messrs RSM Hong Kong and RSM SG Assurance LLP as joint Auditors, and to authorise the Directors of the Company to fix their remuneration”

The Chairman opened the floor to the Shareholders and invited the Shareholders to ask any questions that they may have.

As there was no question raised in relation to Resolution 5, the Chairman invited Shareholders to propose and second the tabling of Resolution 5.

Ms. Wang YY, proxy for UOB Kay Hian Pte Ltd and DBS Vickers Securities (S) Pte Ltd proposed and Ms Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 5 for vote by the Shareholders

Resolution 5 was put to a vote by the Chairman and the Shareholders were invited to cast their votes via the poll voting slips.

**10. RESOLUTION 6
DECLARATION OF FINAL DIVIDEND**

The Chairman proceeded to deal with the next agenda item that related to the proposed declaration of a final tax-exempt one-tier dividend of Singapore 5.0 cents per ordinary share in respect of the financial year ended 31 December 2024.

Resolution 6 read as follows:

“To declare a final tax-exempt one-tier dividend of Singapore 5.0 cents per ordinary share in respect of the financial year ended 31 December 2024.”

The Chairman invited the Shareholders to ask any questions that they may have.

The following was a question raised (in *italics*) followed by the response given by the Company:

Noted that the profit in FY2024 was higher than that of FY2023, but the dividend declared is not higher. Given the increase in profits, what was the rationale behind the Company's decision not to distribute higher dividends? Additionally, will the dividend amount be adjusted in the future based on fluctuations in the Company's profits? (Shareholder: Mr. Gu JL through his proxy, Ms. Gu KY)

Mr. Suen explained that the Group's net profit had only increased by about 7.5% and that the Group still has many upcoming plans for continuing expansion of the Group's operations, all in the near future. To support the Group's business expansion initiatives, the Company has opted to conserve cash. Mr. Suen further explained that the Company's dividend policy is reviewed annually, and will respond to Shareholders' desire to see more dividends accordingly.

As there was no further question raised in relation to Resolution 6, the Chairman invited Shareholders to propose and second the tabling of Resolution 6.

Mr. Huang BJ, Shareholder proposed and Ms. Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 6 for vote by the Shareholders.

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SPECIAL BUSINESS

The Chairman proceeded to deal with the Special Business for the Meeting.

11. RESOLUTION 7 SHARE ISSUE MANDATE

The Chairman proceeded with the first Special Business for the Meeting which was to approve and adopt the Share Issue Mandate to authorise the Directors to issue and allot shares and convertible securities in the Company at their discretion as the Board. The Chairman informed the Shareholders that the full text of Resolution 7 could be found in the Annual Report.

Resolution 7, in summary form, read as follows:

“To approve the general mandate to issue and allot shares and convertible securities as more particularly set out under Resolution 7 on pages 106 to 107 of the Annual Report.”

The Chairman invited the Shareholders to ask any questions that they may have.

The following was a question raised (in *italics*) followed by the response given by the Company:

Noted that the Group has a lot of expansion plans. Is the Group considering issuing new shares to raise funds in support of its upcoming expansion plans? (Shareholder: Mr. Gu JL through his proxy, Ms. Gu KY)

Mr. Suen responded that the Company currently has no plans to issue shares for fundraising to support the expansion plans. However, this suggestion of issuing new shares to fundraise for expansion will be brought back to the Board and the Management for discussion. For now, the objective of the Company is to keep its cash flow position healthy. Mr. Suen said that issuing shares to raise funding is certainly an option to consider.

The Chairman added that it was for this reason that the Share Issue Mandate was to be put in place. As and when the opportunity arises to raise funds (whether from strategic investors or otherwise), having the Share Issue Mandate in place would be helpful.

As there was no further question raised in relation to Resolution 7, the Chairman invited Shareholders to propose and second the tabling of Resolution 7.

Ms. Wang YY, proxy for UOB Kay Hian Pte Ltd and DBS Vickers Securities (S) Pte Ltd proposed and Ms Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 7 for vote by the Shareholders.

Resolution 7 was put to a vote by the Chairman and the Shareholders were invited to cast their votes via the poll voting slips.

**12. RESOLUTION 8
RENEWAL OF SHARE PURCHASE MANDATE**

The Chairman proceeded to deal with the second Special Business for the Meeting which was to approve the renewal of the Share Purchase Mandate. The Chairman referred the Shareholders to the full text of Resolution 8 in the Annual Report.

Resolution 8, in summary form, read as follows:

“To approve the renewal of the Share Purchase Mandate as more particularly set out under Resolution 8 on pages 107 and 108 of the Annual Report.”

The Chairman invited the Shareholders to ask any questions that they may have.

The following was a question raised (in *italics*) followed by the response given by the Company:

If the share price is lower than the net asset value, would the Company consider making the share purchase? (Shareholder: Mr. Gu JL through his proxy, Ms. Gu KY)

Mr. Suen informed the Shareholders that if there is any proposal to undertake share purchase, it would be on-market share purchase. The Company has no current plans to make any share purchase but should the Company decide to do so in the future, it will notify the Shareholders as required.

The Chairman further noted to the Shareholders that the Company is in a growth stage with many expansion plans which would set the foundation for the Group's business in the next few years which would require significant investments. These expansion plans have been set in motion for some time and certainly most appropriate in the face of the current geopolitical situation.

As there was no further question raised in relation to Resolution 8, the Chairman invited Shareholders to propose and second the tabling of Resolution 8.

Ms. Wang YY, proxy for UOB Kay Hian Pte Ltd and DBS Vickers Securities (S) Pte Ltd proposed and Ms Xiao MX, proxy for Raffles Nominees (Pte) Limited, seconded the tabling of Resolution 5 for vote by the Shareholders.

Resolution 8 was put to a vote by the Chairman and the Shareholders were invited to cast their votes via the poll voting slips.

13. CLOSING OF VOTING AND TALLYING OF VOTES

As no notice of any other business had been received by the Company, the Chairman proceeded to request the Shareholders present, in person or by proxy, to complete, sign and hand in the poll voting slips to the Scrutineer who would be collecting them shortly for counting of votes.

After ascertaining that all poll voting slips had been collected, the Chairman called for a short adjournment to allow the votes to be counted and invited the Shareholders present to have some refreshments prepared for them as well as connect during the break with the Directors and Management present.

14. RESULTS

Following the completion of the vote counting, the Chairman called for a resumption of the Meeting and proceeded to announce the voting results for each of the resolutions tabled at the Meeting. The summary of the results of the resolutions at the Meeting is as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
As Ordinary Business					
1. To receive and adopt the Directors' Statement, Audited Financial Statements and the Auditors' Report of the Company for the financial year ended 31 December 2024.	26,376,600	26,376,600	100%	0	0%
2. To approve the payment of Directors' Fees of S\$400,000 for the financial year ending 31 December 2025 (2024: S\$400,000).	26,376,600	26,376,600	100%	0	0%
3. To re-elect Mr. Wee Sung Leng, a Director retiring pursuant to Article 86 of the Company's Articles of Association.	26,376,600	26,376,600	100%	0	0%
4. To re-elect Mdm. Lee Kia Jong Elaine, a Director	26,376,600	26,376,600	100%	0	0%

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
retiring pursuant to Article 86 of the Company's Articles of Association.					
5. To re-appoint Messrs RSM Hong Kong and RSM SG Assurance LLP as joint Auditors, and to authorise the Directors of the Company to fix their remuneration.	26,376,600	26,376,600	100%	0	0%
6. To declare a final tax-exempt one-tier dividend of Singapore 5.0 cents per ordinary share in respect of the financial year ended 31 December 2024.	26,376,600	26,376,600	100%	0	0%
As Special Business					
7. To authorise the Directors to allot and issue securities (including shares) pursuant to Rule 806 of the Listing Manual of The Singapore Exchange Securities Trading Limited.	26,376,600	25,494,700	96.7%	881,900	3.3%
8. To approve and adopt the Proposed Renewal of the Share Purchase Mandate.	26,376,600	26,376,600	100%	0	0%

Based on the voting results, the Chairman declared that each of the Resolutions 1 to 8 tabled at the Meeting as duly passed.

15. CONCLUSION

There being no other business, the Meeting was called to a close by the Chairman at 11:05 a.m. with a note of thanks to all Shareholders present (in person or by proxy) for their attendance and participation.

Confirmed as True Records

Signed: Wee Sung Leng

Mr. Wee Sung Leng
Chairman of the Meeting